

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	CHAPTER 11
	§	
NATIONAL RIFLE ASSOCIATION OF AMERICA and SEA GIRT LLC	§	CASE NO. 21-30085-hdh11
	§	
DEBTORS¹	§	JOINTLY ADMINISTERED

**DECLARATION OF JOHN FRAZER IN SUPPORT OF
APPLICATION FOR ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF NELIGAN LLP AS COUNSEL TO THE DEBTORS**

1. My name is John Frazer. I am an attorney admitted to practice in the State of Virginia and in the District of Columbia. I am the Secretary and General Counsel of the National Rifle Association of America (the “NRA”). Since Sea Girt LLC (“Sea Girt”) is a wholly-owned subsidiary of the NRA, and does not have its own employees and officers, as General Counsel of the NRA, I am also in charge of the legal affairs of Sea Girt.

2. I submit this Declaration in support of the *Application for Order Authorizing Retention and Employment of Neligan LLP (“Neligan”) as Counsel to the Debtors* (the “Application”), filed by the NRA and Sea Girt (collectively the “Debtors”) in order to verify that Neligan has complied with the Appendix B Guidelines of the United States Trustee for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under United States Code by Attorneys in Larger Cases (the “UST Guidelines”) in connection with the Application, and this Declaration shall constitute the verified statement from the client pursuant to Section D(2) of the UST Guidelines.

¹ The last four digits of the Debtors’ taxpayer identification numbers are: 6130 (NRA) and 5681 (Sea Girt). The Debtors’ mailing address is 11250 Waples Mill Road, Fairfax, Virginia 22030.

3. I have personal knowledge of each of the facts stated in this Declaration, and they are true and correct. If called as a witness, I could and would testify as to the matters set forth below based upon my personal knowledge.

4. As General Counsel of the NRA, I am the officer in charge of overseeing the legal affairs of the NRA and Sea Girt, and am also in charge of retaining, overseeing, monitoring and directing outside counsel. In this capacity, I also monitor the fees and expenses charged by outside counsel to ensure that their fees and expenses are reasonable and necessary.

5. In connection with the engagement of Neligan as bankruptcy counsel for the Debtors, I have ensured that Neligan is charging the same hourly rates for this engagement as it charges for other similar engagements, that its rates for this engagement are the same for its work both pre and post-petition, and that the material terms of its engagement as set forth in its engagement letter are the same terms it uses for other engagements as debtors' counsel in other bankruptcy cases, as well as non-bankruptcy engagements. Neligan's rates are also significantly below rates charged by other firms in the Dallas and national markets with similar experience, qualifications, and practice areas.

6. The Debtors considered a number of other bankruptcy firms before determining to engage Neligan as bankruptcy counsel for the Debtors. The Debtors determined that Neligan was the firm best-suited for this case based upon its experience, qualifications, rates, success in confirming reorganization plans for debtors in other cases, and its location in Dallas, Texas, where the NRA determined to file these cases.

7. In order to supervise Neligan's fees and expenses and to manage costs, Neligan has prepared and presented a budget and staffing plan to me that covers the first 60 days of these cases, which I have determined is reasonable given the magnitude of the cases and the matters that are

required to be addressed and completed during the first 60 days of the cases, and the complexity of the issues to be addressed during these bankruptcy cases.

8. Neligan has also agreed to provide me with similar budgets and staffing plans for subsequent periods of the cases, which I will review and approve in advance, in order to monitor and control the costs of these cases.

9. The foregoing constitutes the verified statement required by the UST Guidelines in support of the Neligan Application. I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 29, 2021

/s/ John Frazer

John Frazer